



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

LLC-1077
(04/08)

GUIDE FOR ARTICLES OF DOMESTICATION

(Foreign limited liability company intending to become a Virginia limited liability company)

ARTICLES OF DOMESTICATION OF
(limited liability company's name prior to domestication)

The undersigned, on behalf of the foreign limited liability company set forth below, pursuant to Title 13.1, Chapter 12, Article 14 of the Code of Virginia, states as follows:

1. The name of the limited liability company immediately prior to the filing of these articles of domestication is (limited liability company's name prior to domestication). Upon the filing of these articles, the name of the limited liability company shall be (limited liability company's name as a Virginia limited liability company).
2. The limited liability company was originally organized under the laws of (jurisdiction) on (date). (If the limited liability company subsequently changed its jurisdiction of organization, set forth each jurisdiction and date of organization in which the limited liability company was subsequently domesticated.)
3. The plan of domestication, pursuant to § 13.1-1075 of the Code of Virginia, is set forth as follows:
 - A. The limited liability company is presently domesticated in the (state or other jurisdiction of organization).
 - B. The jurisdiction in which the limited liability company is to be domesticated is the Commonwealth of Virginia.
 - C. (Optional: Set forth any additional provisions that are related to the domestication.)
4. The full text of the articles of organization that will be in effect immediately after consummation of the domestication is attached hereto.
5. The domestication is permitted by the laws of the jurisdiction in which the limited liability company is organized immediately prior to the filing of these articles, and the limited liability company has complied with those laws in effecting the domestication.

Executed in the name of the limited liability company by:

(signature)

(date)

(printed name)

(title (e.g., manager or member))

(limited liability company's SCC ID no., if assigned)

(telephone number (optional))

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

**THIS FORM IS TO BE USED AS A GUIDE ONLY.
SEE INSTRUCTIONS ON THE REVERSE**

INSTRUCTIONS TO FORM LLC-1077

Guideform LLC-1077 has been produced by the Commission as a guide to help you prepare the limited liability company's articles of domestication. Please note, however, that this guideform with the blanks filled in will not be accepted. You must separately type the articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (such as the Commission's seal, the first four lines of the guideform's caption, and the italicized portions).

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

You can download this guideform from our website at www.scc.virginia.gov/clk/formfee.aspx.

Approval: The plan of domestication must be approved by all of the members, unless the articles of organization provide otherwise, or a written operating agreement provides that an amendment to the company's operating agreement may be approved by a lesser number or percentage of members, in which case the plan of domestication shall be likewise approved. See § 13.1-1076 of the Code of Virginia.

Signature: The articles must be signed by a manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or such other persons have been selected, by any member of the limited liability company. See § 13.1-1003 of the Code of Virginia.

The person signing the articles must print his or her name and the capacity in which he or she is signing (e.g., manager or member) beneath or opposite his or her signature. A person signing on behalf of a manager or member that is a business entity must set forth the business entity's name, his or her printed name and the capacity in which he or she is signing on behalf of the business entity. See § 13.1-1003 of the Code of Virginia.

IMPORTANT: If the articles are being signed by a person, other than a manager or member, who has been delegated the right and power to manage the business and affairs of the limited liability company, set forth a statement to this effect below the signature area. The delegation of the right and power to manage the business and affairs of the limited liability company will not be inferred from execution of the articles by a person with the title of "president" or other officer of the limited liability company.

The articles of organization that will be in effect immediately after consummation of the domestication must comply with the requirements of Chapter 12 of Title 13.1 of the Code of Virginia and must be attached to the articles of domestication. Form LLC-1011 contains the minimum provisions required by Virginia law to be set forth in the articles of organization of a Virginia limited liability company. You may download the form from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

If the name of the limited liability company prior to the filing of the articles of domestication is unavailable for use in this Commonwealth or the limited liability company desires to change its name in connection with the domestication, it must set forth a new name that satisfies the requirements of § 13.1-1012 of the Code of Virginia. The limited liability company name must contain the words **limited company** or **limited liability company** or the abbreviation **L.C.**, **LC**, **L.L.C.** or **LLC**. The proposed name must be distinguishable upon the records of the Commission. See § 13.1-1012 of the Code of Virginia. To check the availability of a limited liability company name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-1006 of the Code of Virginia.

These articles may not be filed with the Commission until all fees and penalties to be collected by the Commission under the Virginia Limited Liability Company Act have been paid by or on behalf of the foreign limited liability company. See § 13.1-1065 of the Code of Virginia.

Submit the original, signed articles of domestication and articles of organization to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$100.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

NOTE

A foreign limited liability company's existence as a Virginia limited liability company shall begin when the certificate of domestication is effective. See § 13.1-1077 of the Code of Virginia.

If a foreign limited liability company is authorized to transact business in Virginia at the time of the filing of the articles of domestication, its certificate of registration shall be canceled automatically on the effective date of the certificate of domestication issued by the Commission. See § 13.1-1077 of the Code of Virginia.